

Client/ Date

[illegible]

- [illegible]

[illegible][illegible]

Arriving at a price review (What exactly are you buying or selling):

Accounts Receivable.		
Inventory.		
Real Estate.		
Machinery & Equipment.		
Furniture & Fixtures.		
Accounts Payable.		
Loans.		
Leases.		
Personnel.		
Marketing.		
Patents.		
Taxes.		
Legal Issues.		
Environmental.		
Competitors.		
Suppliers.		

Apply?
Y or N

Comments/Response

Determining sales price:

Profit History.		
General Condition.		
Accuracy of Financials.		
Employee Moral.		
Market Demand.		
Economic Conditions.		
Future Profit Potential.		
Value of Assets.		
Value of Leases.		
Value of Franchises.		

Negotiations:

Special Circumstances of Buyer or Seller.		
Tradeoff Between Cash at Closing and Terms.		
Tax Consequences of the Buyer and Seller.		
Management willing to stay on?		
Ability to Get Rid of Unwanted Employees.		
Introductions to Suppliers and Customers.		

Financing:

Commercial Loans & Commercial Mortgages.
Seller Financing.
Outside investors (usually hard to find and want too much).
Venture Capitalist (for deals over \$1million with large market and earning ability).
Down Payment, Collateral, Ability to Repay, and Projections.

Apply?
Y or N

Comments/Response

Offer subject to:

Financing.
Environmental.
Appraisals.

Purchase and Sales Agreement Outlines:

Price-Components of the Price (down payment; allocation of the price and how financed.
Assets and Liabilities that go with it.
Equipment, Furniture, Fixture List.
How Operations Will Be Conducted Until Purchased.
Valuation of Accounts Receivable and Inventory at Closing.
Offsets of the Purchase Price Against Undisclosed Liabilities.
Pass All Inspections.
Bulk Sales Act Reporting.
Warranties on Title, Contracts, Taxes, Legal, Liabilities, and Leases.
Non-Compete Clauses.

The Closing:

Closing Costs-Who Pays?
(Legal, points, guarantee fees, appraisals, & environmental).
Escrow Agreements.
Legal Documents:
settlement sheet, escrow agreements, bill of sale, promissory notes, mortgages, security agreements, UCC filings, financing statements, loan agreements, covenant not to compete agreements, employment agreements, contingent liability a
